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+ ALSO ADMITTED IN MASSACHUSETTS

December 2, 1998

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-12/04/98--01050--001  
\*\*\*\*\*337.50 \*\*\*\*\*337.50

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: R.F.B. Properties, Ltd.  
Reference No. W98000023947

Dear Sir or Madam:

In connection with the above referenced foreign partnership, whose general partner is a foreign limited liability company, enclosed herewith please find the following documents:

1. A copy of your letter dated October 21, 1998.
2. Original Certificate of Existence with Status in Good Standing for Bergin Enterprises, LLC.
3. Completed and signed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
4. Completed and signed Affidavit of Membership and Contributions of Foreign Limited Liability Company.
5. Completed and signed Certificate of Designation of Registered Agent/Registered Office.

A check is also enclosed in the total amount of \$337.50 to cover the \$250.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation, and the \$35.00 fee for designation of registered agent.

Yours very truly

Ivan M. Lefkowitz

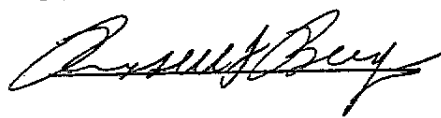
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Document Examiner	DCG
Updater	DCG
Updater Verifyer	DCG
Acknowledgement	IML:glg
Enclosures	Enclosures
cc:	Russell F. Bergin, Manager
W. P. Verifyer	---

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. BERGIN ENTERPRISES, LLC  
(Name of foreign limited liability company)
2. NEVADA  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. 12-22-97  
(Date of Organization)
5. 11-30-2027  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 10-01-98  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2715 North Orange Blossom Trail  
Orlando Florida 32804  
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>RUSSELL F. BERGIN</u>	<u>MGR</u>		_____
<u>2715 N. Orange Blossom</u>		_____	
<u>Trail</u>		_____	
<u>Orlando FL 32804</u>		_____	
_____		_____	
_____		_____	
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

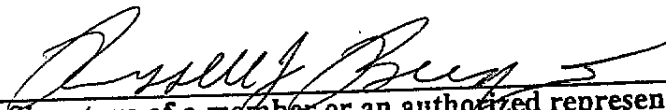
The undersigned member or authorized representative of a member of \_\_\_\_\_  
BERGIN ENTERPRISES, LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 1,000.00;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;  
(A description of the property is attached and made a part hereto.)  
and

4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 1,000.00  
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

RUSSELL F. BERGIN, Managing Member

Typed or printed name of signee

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TALLAHASSEE, FLA

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BERGIN ENTERPRISES, LLC

2. The name and the Florida street address of the registered agent and office are:

RUSSELL F. BERGIN

(Name)

2715 N. Orange Blossom Trail

Florida street address (P.O. Box NOT ACCEPTABLE)

Orlando

FL

32804

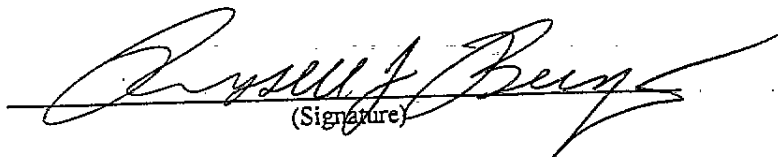
City/State/Zip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **BERGIN ENTERPRISES, LLC** as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 22, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on November 5, 1998.



*Dean Heller*  
Secretary of State

By

*S. J. Jauer*  
Certification Clerk

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CLERK OF STATE  
TALLAHASSEE, FLORIDA